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Special Counsel to the Debtors and Debtors in Possession

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re:	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u>,	:	Case No. 05 – 44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
	:	
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**ORDER ALLOWING THE SECOND APPLICATION OF
SHEARMAN & STERLING LLP, AS SPECIAL COUNSEL TO THE DEBTORS,
FOR ALLOWANCE OF INTERIM COMPENSATION FOR
PROFESSIONAL SERVICES RENDERED AND FOR REIMBURSEMENT OF
ACTUAL AND NECESSARY EXPENSES INCURRED FROM
FEBRUARY 1, 2006 THROUGH MAY 31, 2006**

Upon the second application of Shearman & Sterling LLP (“S&S”) dated July 31, 2006 (Docket No. []) (the “Application”) for allowance of interim compensation for professional services rendered and reimbursement of expenses incurred as special counsel to Delphi Corporation and certain of its direct and indirect subsidiaries, as debtors and debtors in possession in the above-captioned cases (collectively, the “Debtors”) during the period February 1, 2006 through and including May 31, 2006 (the “Compensation Period”) pursuant to sections

327, 330 and 331 of title 11 of the United States Code (the “Bankruptcy Code”) and rule 2016 of the Federal Rules of Bankruptcy Procedure; and upon this Court’s Order Pursuant to 11 U.S.C. § 331 Establishing Procedures for Monthly Compensation and Reimbursement of Expenses of Professionals (Docket No. 869); and this Court having considered the Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases adopted by this Court on April 19, 1995, the United States Trustee Guidelines for Reviewing Applications for compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330, adopted on January 30, 1996; and due and proper notice of the Application having been given; and it appearing that no other or further notice is necessary; and it appearing that this Court has jurisdiction over the Application pursuant to 28 U.S.C. §§ 157 and 1334; and it appearing that this proceeding is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and this Court having reviewed the Application and having heard the statements in support of the relief requested therein at a hearing before this Court; objections to the Application, if any, have been resolved or overruled; and upon the record herein; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:

1. The Application is hereby GRANTED to the extent set forth on Schedule A attached hereto.
2. That, as set forth on Schedule A attached hereto, S&S is allowed compensation in the amount of \$750,297.60 which represents 100% of the total fees billed during the Compensation Period.

3. That, as set forth on Schedule A attached hereto, S&S is allowed compensation in the amount of \$69,454.96 which represents 100% of the total expenses incurred during the Compensation Period.

4. The Debtors are authorized and directed to make payment to S&S in satisfaction of all allowed fees and expenses set forth above and in Schedule A attached hereto.

5. This Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

6. The requirement set forth in Local Rule 9013-1(b) that any motion or other request for relief be accompanied by a memorandum of law is hereby deemed satisfied by the contents of the Application.

7. That, notwithstanding any provision in the Federal Rules of Bankruptcy Procedure to the contrary, the Debtors are not subject to any stay in the implementation, enforcement or realization of the relief granted in this Order, and the Debtors may, in their discretion and without further delay, take any action and perform any action authorized under this Order.

Dated: New York, New York
October __, 2006

HONORABLE ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE

SCHEDULE A

Delphi Corporation, et al., Case No. 05-44481 (RDD)
Schedule A-1

Current Fee Period: February 1, 2006 – May 31, 2006 Professional Compensation							
<u>Applicant</u>	<u>Date of Application</u>	<u>Docket No. of Application</u>	<u>Fees Requested (100%)</u>	<u>Fees Previously Held Back (20%)</u>	<u>Fees Awarded (100%)</u>	<u>Expenses Requested (100%)</u>	<u>Expenses Awarded (100%)</u>
Shearman & Sterling LLP	7/31/06	[0000]	\$750,297.60	\$150,059.52	\$750,297.60	\$69,454.96	\$69,454.96

Delphi Corporation, et al., Case No. 05-44481 (RDD)
Schedule A-2

All Fee Periods (Including the Current Fee Period): October 8, 2005 – May 31, 2006 Professional Compensation					
Applicant	Total Fees Requested (100%)*	Total Fees Held Back (20%)	Total Fees Awarded (100%)**	Total Expenses Requested (100%)	Total Expenses Awarded (100%)
Shearman & Sterling LLP	\$2,848,165.15	\$569,633.03	\$2,848,165.15	\$172,656.52	\$172,656.52

DATE: _____

INITIALS: _____ USBJ

* Includes fees previously requested but not awarded (held back fees).

** Fees held back are treated as not having been awarded.